

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS**

<b>In Re:</b>	)	
	)	
<b>SOMERVILLE BREWING COMPANY</b>	)	<b>Chapter 11</b>
	)	<b>Case No. 19-13300-FJB</b>
<b>DEBTOR</b>	)	
	)	

**RESPONSE OF DEBTOR TO THE LIMITED OBJECTION OF  
MASSACHUSETTS GROWTH CAPITAL CORPORATION,  
TO THE DEBTOR’S MOTION FOR INTERIM AND FINAL USE OF  
CASH AND NON-CASH COLLATERAL**

Now comes the debtor and debtor-in-possession, Somerville Brewing Company (the “Debtor” or “Somerville Brewing”) and respectfully responds to the Limited Objection filed by Massachusetts Growth Capital Corporation (“MGCC”) (the “Limited Objection”) to Debtor’s Motion for Interim and Final Authorization to Use Cash and Non-Cash Collateral (the “Motion”). The Debtor responds to the Objection as follows:

1. The Debtor admits that MGCC holds a second priority security interest on all assets of the Debtor.
2. The Debtor states that the proposal under the Motion intended to provide to its secured creditors, adequate protection for each of their respective interests in the prepetition collateral and that they be granted as adequate protection, replacement liens, effective and perfected as of the Petition Date on the post-petition Collateral to the same extent, validity, enforceability and priority as its lien on the Debtor’s pre-petition assets (“Adequate Protection Liens”).

3. The Debtor proposes that the Adequate Protection Liens shall be replacement liens in the same priority of the pre-petition liens and that the proposed Order shall enter clarifying that intention.
4. The Debtor admits that a proposed form of order was not filed with the Motion in order to be certain to address any issues or concerns raised by creditors or interested parties. Further answering, the Debtor has circulated a “Proposed Order” to MGCC and shall thereafter submit the same as may be entered following the hearing.

WHEREFORE, the Debtor prays this Court grant the Motion as modified to address the Limited Objection filed by Massachusetts Growth Capital Corporation and for such further relief as is appropriate.

Respectfully submitted,  
Somerville Brewing Company  
By its attorney,

Dated: October 2, 2019

/s/ Nina M. Parker  
Nina M. Parker (BBO #389990)  
Marques C. Lipton (BBO #676087)  
Parker & Lipton  
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<b>DEBTOR</b>	)	
	)	

**CERTIFICATE OF SERVICE**

I, Nina M. Parker, do hereby certify that I have given either electronic notice, fax notice, and/or mailed, postage prepaid, copies of **Response of the Debtor, Somerville Brewing Company to the Limited Objection of Massachusetts Growth Capital Corporation to Debtor's Motion for Interim and Final Authorization to Use Cash and Non-Cash Collateral** to the parties listed on the annexed service list.

/s/ Nina M. Parker  
Nina M. Parker (BBO #389990)  
Marques C. Lipton (BBO #676087)  
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Parker & Associates LLC  
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DATED: October 2, 2019

**Electronic Mail Notice List**

- John Fitzgerald, United States Trustee
- James M. Liston, Counsel for Massachusetts Growth Capital Corporation

**Manual Notice List**

- Somerville Brewing Company, c/o Jeff Leiter